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August 14, 1991

RECORDATION NO. 17484 FILED 1023

AUG 14 1991 2:00 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original fully executed and acknowledged copies of a Memorandum of Lease Agreement dated as of January 11, 1991, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Chrysler Rail Transportation Corporation
225 High Ridge Road
Stamford, Connecticut 06905-3032

Lessee: Gateway Western Railway Company
15 Executive Drive
Fairview, Illinois 62208

A description of the railroad equipment covered by the enclosed document is:

Twenty-five (25) 52'6" 100 ton capacity gondolas bearing GWR 3000 through GWR 3024, both inclusive.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

815

NEW NUMBER

Counterparts - CT, Kappler

Aug 14 1991 5:57 PM '91
FOTON COPY UNIT

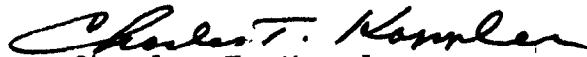
Mr. Sidney L. Strickland, Jr.
August 14, 1991
Page Two

Kindly return two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of January 11, 1991 between Chrysler Rail Transportation Corporation, Lessor, and Gateway Western Railway Company, Lessee, covering 25 gondolas, GWWR 3000 - GWWR 3024.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

8/14/91

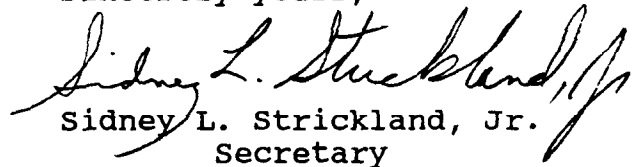
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord And Alvord
200 World Center Building
918 Sixteenth St., N. W.
Washington, D. C. 20006-2973

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/14/91 at 2:00PM , and assigned recordation number(s). 17484, 11632-T, 11632-U and 11632-V.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

REGISTRATION NO 1-7484 FEB 14 1991

AUG 14 1991 2 00 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

CHRYSLER RAIL TRANSPORTATION CORPORATION ("LESSOR")

AND

GATEWAY WESTERN RAILWAY COMPANY ("LESSEE")

JANUARY 11, 1991

Memorandum of a Lease Agreement made and entered into as of January 11, 1991 by and between Chrysler Rail Transportation Corporation a Delaware Corporation, ("Lessor") and Gateway Western Railway Company an Illinois Corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor up to twenty-five (25) 52' 6" 100 ton capacity gondolas with five foot (5') sides rebuilt by Corbin Railway Services Company in Corbin, Kentucky and bearing marks and numbers as follows:

GWWR 3000 through GWWR 3024 (both inclusive).

2. The Lease Agreement shall be subject as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS THEREOF, the parties hereto caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first written.

Gateway Western Railway Company
("Lessee")

BY: T. King

TITLE: VP Finance

SIGNATURE: [Signature]

Chrysler Rail Transportation Corporation
("Lessor")

BY: Robert A. Greenbury

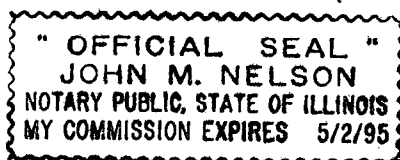
Title: Senior Vice President

SIGNATURE: [Signature]

State of Illinois
County of St. Clair

Signed before me on 7/25/91

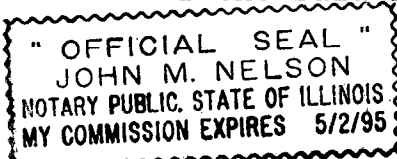
by T. King



John M. Nelson

STATE OF ILLINOIS
COUNTY OF ST. CLAIR

On this 25 day of JULY, 1991, before me personally appeared T. KING, to me personally known, who being by me dully sworn, says that he is the VICE PRESIDENT of GATEWAY WESTERN RAILWAY, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



John M. Nelson
NOTARY PUBLIC

My commission expires: 5/2/95

STATE OF
COUNTY OF

On this 1 day of August, 1991, before me personally appeared Robert Shekhar to me personally known who being by me dully sworn, says that he is the Senior Vice President of CHRYSLER RAIL TRANSPORTATION CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Pamela J. Althoff
NOTARY PUBLIC

My commission expires: 7/3/93

